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Miscellaneous	
* Asterisks denote mandatory information	
Name of Announcer *	MIDDLE EAST DEVT SPORE LTD.
Company Registration No.	196600189D
Announcement submitted on behalf of	MIDDLE EAST DEVT SPORE LTD.
Announcement is submitted with respect to *	MIDDLE EAST DEVT SPORE LTD.
Announcement is submitted by *	Chew Kok Liang
Designation *	Company Secretary
Date & Time of Broadcast	16-Oct-2009 17:13:19
Announcement No.	00060

>> Announcement Details
The details of the announcement start here ...

Announcement Title *

Description


Please see attached.

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd (the "Sponsor"), for compliance with the relevant rules of Singapore Exchange Securities Trading Limited (the "Exchange"). The sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Ng Joo Khin:
 Telephone: 6389 3000
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Attachments

 [MEDS_Notice_Of_EGM.pdf](#)
 Total size = **45K**
 (2048K size limit recommended)

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MIDDLE EAST DEVELOPMENT SINGAPORE LTD.

(Company Registration No. 196600189D)
(Incorporated in the Republic of Singapore)
(the "Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at 30 Toh Guan Road #07-01, ODC District Centre, Singapore 608840 on 10 November 2009 at 9.30 a.m., for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:-

ORDINARY RESOLUTIONS

Resolution 1: Proposed Subscription

Contingent upon the passing of Resolutions 2 and 4 below, approval be and is hereby given:-

- (a) to the Directors to allot and issue the Subscription Shares by way of private placement to the Subscriber at the Issue Price, pursuant to the terms and subject to the conditions of the Subscription Agreement in the following manner:-
- (i) Tranche 1
Allotment and issue of the Tranche 1 Shares to the Subscriber at the Issue Price for the Tranche 1 Consideration at the First Closing; and
- (ii) Tranche 2
Allotment and issue of the Tranche 2 Shares to the Subscriber at the Issue Price for the Tranche 2 Consideration at the Second Closing;
- (b) to the Directors to grant 300,000,000 Options by way of private placement to the Subscriber at the Option Price, pursuant to the terms and subject to the conditions of the Subscription Agreement;
- (c) to the Directors to allot and issue 300,000,000 Option Shares upon the exercise of 300,000,000 Options to the Subscriber (or its transferee) for the Option Exercise Price;
- (d) to issue the Subscription Shares priced at more than 10% discount to the weighted average price for trades done on the Catalist on the day on which the Subscription Agreement was signed pursuant to Rule 811(3) of the Listing Manual;
- (e) to grant the Options with the Option Exercise Price at more than 10% discount to the prevailing market price of the underlying Shares prior to signing of the Subscription Agreement pursuant to Rule 811(3) of the Listing Manual;
- (f) to place the Subscription Shares and 300,000,000 Options to the Subscriber pursuant to Rule 812(2) of the Listing Manual;
- (g) for the Proposed Subscription pursuant to Rule 803 of the Listing Manual; and
- (h) to the Directors to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Proposed Subscription and this Resolution 1.

Pursuant to Rule 804(3), the Subscriber, Wang Yuzhu, Yu Qingyi and their Associates will abstain from exercising any voting rights on Resolutions 1, 2 and 4.

Resolution 2: Proposed Subscription, being an Interested Person Transaction under Chapter 9 of the Listing Rules

Contingent upon the passing of Resolutions 1 and 4, approval be and is hereby given for the Proposed Subscription pursuant to Chapter 9 of the Listing Rules, being a transaction between the Company and the Subscriber, which is an Interested Person.

Resolution 3: Allotment and Issue of Arrangement Shares

Contingent upon the passing of Resolutions 1, 2 and 4, approval be and is hereby given:-

- (a) to the Directors to allot and issue the Arrangement Shares by way of private placement to the Arranger as the Placement Commission of S\$1,375,000, in consideration for the Arranger procuring the subscription of the Subscription Shares by the Subscriber, pursuant to the terms and subject to the conditions of the Placement Mandate and the Side Letter in the following manner:-
- (i) allotment and issue of 7,500,000 Arrangement Shares to the Arranger at the First Closing; and
- (ii) allotment and issue of 20,000,000 Arrangement Shares to the Arranger at the Second Closing;
- (b) to the Directors to pay the Placement Commission of S\$1,375,000 to the Arranger in cash in the event that the approval under Resolution 3(a) is not obtained; and
- (c) to the Directors to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the allotment and issue of the Arrangement Shares or the payment of the Placement Commission of S\$1,375,000 (as the case may be) pursuant to this Resolution 3.

Resolution 4: Proposed Whitewash Resolution

Contingent upon the passing of Resolutions 1 and 2 and subject to the conditions in the letter from the SIC dated 3 September 2009 being fulfilled, the Independent Shareholders of the Company hereby (on a poll taken) unconditionally and irrevocably waive their rights under Rule 14 of the Code to receive a mandatory general offer from the Subscriber and parties acting in concert with it as a result of the issue of the Subscription Shares and the Option Shares upon the exercise of Options in favour of the Subscriber and/or their nominee(s) in connection with the Proposed Subscription.

Resolution 5: Proposed Expansion of Business Scope of the Group

Approval be and is hereby given that:-

- (a) the core business of the Group be and is hereby expanded to include businesses in the natural resources management, ownership, mining and trading activities (the "Resource Development Business").
- (b) any Director be and is hereby authorised to complete and do all such acts and things (including executing or amending such documents as may be required) as he may consider expedient or necessary to give effect to the above.

SPECIAL RESOLUTION

Resolution 6: Proposed Change of Name of the Company

Contingent upon the passing of Resolutions 1, 2 and 4, approval be and is hereby given that:-

- (a) subject to the First Closing taking place, the name of the Company be changed from "Middle East Development Singapore Ltd." to "Auswin Holdings Limited" and that the name "Auswin Holdings Limited" be substituted for "Middle East Development Singapore Ltd." wherever the latter name appears in the Articles.
- (b) any Director be and is hereby authorised to complete and do all such acts and things (including executing or amending such documents as may be required) as he may consider expedient or necessary to give effect to the above.

By Order of the Board

Chew Kok Liang
Company Secretary
19 October 2009

Notes:-

- (1) Terms and expressions not defined herein have the same meanings ascribed to them in the Circular.
- (2) Every Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (3) The instrument appointing a proxy must be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, signed by an attorney duly authorised, or by an officer on behalf of the corporation or the common seal must be affixed thereto.
- (4) The instrument appointing a proxy must be deposited at the registered office of the Company at 133 Cecil Street #08-02, Keck Seng Tower, Singapore 069535 at least forty-eight (48) hours before the time fixed for the Extraordinary General Meeting or any postponement or adjournment thereof.